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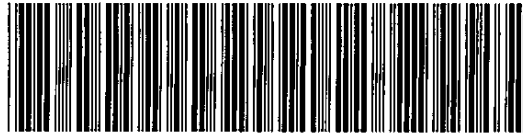
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE OCT 17 2007

**ARTICLES OF INCORPORATION
OF
ACM1GLOBAL HOLDINGS INC.**

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FILED

The undersigned Incorporator for the purpose of forming a Florida Profit Corporation hereby adopts the following Articles of Incorporation: 1: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
NAME OF CORPORATION**

The name of this profit corporation is:
ACM1GLOBAL HOLDINGS INC.

**Article II
PLACE OF BUSINESS AND ADDRESS**

The principal place of business address:
**801 Brickell Ave, 9th Floor,
Miami, FL 33131, USA**

The mailing address of the corporation is:
**12532 Kendall Dr. # 137,
Miami, FL 33186, USA**

**Article III
PURPOSE**

The purpose for which this corporation is organized:
Any and all lawful business

**Article IV
INITIAL CAPITAL**

The initial Capital with which this Corporation starts business is: **Three Hundred Thirty Three Million Three Hundred Thirty Three Thousand Three Hundred Thirty Three (333,333,333) "Class A Stock" with non par value and no assessable shares of common-stock-voting.**

**Article V
SHARES OF COMMON STOCK**

The Corporation shall have the authority to issue shares of Common-Stock in **Three (3) Classes**, all of which shall be no assessable: **Common-Stock-Voting Class A** as "Class A Stock" and **Common-Stock-Non-Voting Class B Special** as "Class B Special Stock" to be later paid or converted in "Class A Stock"; and, **Common-Stock-Non-Voting Class B** as "Class B Stock", and **Common-Stock-Non-Voting Class C** as "Class C Stock".



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Article VI
NUMBER OF SHARES AND RIGHTS

1. COMMON-STOCK-VOTING

1.1. "CLASS A STOCK"

The maximum number of "Class A" shares this Corporation is authorized to have outstanding at any time is **Three Hundred Thirty Three Million Three Hundred Thirty Three Thousand Three Hundred Thirty Three (333,333,333)** with no par value as no assessable shares.

2. COMMON-STOCK-NON-VOTING

2.1 "CLASS B SPECIAL STOCK"

There shall be authorized the issuance of One Hundred Eleven Million (111,000,000) **Non-Voting-Stock "Class B Special Stock"**, shares of a Par Value of Three Cents of U.S. Dollars (US\$0.03) each, as shares that after Three (3) Years of issuance shall be paid in full including profits or each of them automatically be converted into one share of "Class A Stock", appointed the fiduciary duty to a confidence trust company. Transition of either payment or conversion shall be done automatically without further action by **ACM1Global Holdings Inc.** or by the holder of the share, at the close of business, New York time, on the Transition Date, on the next date on which Banks in New York are open for business, considered as the "First Conversion Date".

2.1.1 "PREFERENTIAL & SPECIAL DIVIDENDS/BONUS"

Distribution of Preferential and Special Dividends/Bonus established in each of this **Common-Stock-Non-Voting "Class B Special Stock"** shall have preferential rights meanwhile these shares are considered "Class B Special Stock".

3. "DIVIDENDS DECLARED BY DIRECTORS' BOARD"

Shares of **Common-Stock Voting "Class A Stock"** and **Common-Stock-Non-Voting "Class B Special Stock"** shall participate in Dividends declared by the Corporation's Board of Directors.

4. "RIGHT TO VOTE"

Shareholders of **Common-Stock Voting "Class A Stock"** have the rights of one (1) vote per each share of Common-Stock-Voting "Class A Stock".

5. "CONVERSION OF STOCK"

The Corporation shall at all times reserve and keep available out of its authorized but non issued shares of Common-Stock-Voting "Class A Stock" solely for the purpose of effecting the conversion of **Common-Stock-Non-Voting "Class B Special Stock"** such number of shares of "Class A Stock" as shall from time to time be sufficient to



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OF

ACM1GLOBAL HOLDINGS INC.

effect the conversion of all outstanding of Common-Stock-Non-Voting "Class B Special Stock".

5.1. If and upon conversion of Common-Stock-Non-Voting "Class B Special Stock" into "Class A Stock", the **shares of "Class Special B Stock"** so converted **shall be cancelled** and shall no longer be issued as Stock nor be converted.

5.2. Common-Stock-Voting "Class A Stock" and Common-Stock-Non-Voting "Class B Special Stock" after "Transition Date" of "Converted Stock" may be redeemed by the Corporation in order to proceed any reallocation of shares among Shareholders in accordance with "Agreement" to be signed in this respect.

6. PREFERENTIAL NON-VOTING-STOCK

There shall also be Two (2) classes of Preferential Non-Voting-Stock to be registered at the Security Exchange Commission (S.E.C.) in accordance to the Security Law:

6.1. "Class B Stock":

There shall be authorized the issuance of Thirty Three Million Three Hundred Thirty Three Thousand (33,333,000) "Class B Stock" of a Par Value of Three Cents of U.S. Dollars each Share. Distribution of Principal and Dividends Redemption shall have Preferential Rights.

6.2. Redeemable "Class C Stock":

Is authorized as first emission, the issuance of One Hundred Eleven Million (111,000,000) Redeemable Shares of a Par Value Three Cents of U.S. Dollars each Share. Redemption of Principal shall be done within Three (3) years as from the date of purchase by investor, and yearly Redemption of Bonuses and Dividends.

6.3. Special Terms:

The amount of bonuses, terms of dividends, serial and numbers and other specifications shall be established by decision of the Board of Directors, with the following limitations: "Not less than Twenty Percent (20%) of Redeemable Shares shall be sold to and hold by Residents of the State of Florida". Principal, Bonuses and Dividends shall have "Preferential Rights for Distribution".

Article VII

RECOVERY OF CORPORATION'S OWN SHARES

As per decision of the Board of Directors, at any time and in accordance with the Chapter 607 of the State of Florida Statutes, the Corporation may acquire its own shares: Common-Stock-Voting "Class A Stock" and Non-Voting Redeemable/Converted "Class B Especial Stock", Redeemable "Class B Stock" and "Class C Stock". The Shareholders of Common-Stock-Voting "Class A Stock" and Common-Stock-Non-Voting "Class B Special Stock" to sell their own shares must and shall first offer them to the Corporation, secondly to the other Shareholders of Common-Stock-Voting "Class A Stock", third to Common-Stock-Non-Voting "Class B Special Stock", and then to any third Party but always at same price.



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**Article VIII
COMMON STOCK VOTING SHAREHOLDERS**

1. From a total of Three Hundred Thirty Three Million Three Hundred Thirty Three Thousand Three Hundred Thirty Three (333,333,333) of Common-Stock Shares "Class A Stock", the Shareholders of this Corporation hold the following shares of Common-Stock with no par value:

<u>"Class A Stock"</u>	222,000,000 Shares
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2. These Shareholders have the right and duty of second preference in the event that any Shareholder wants to sell his/her/its shares, and if this Corporation "ACM1Global Holdings Inc.", which has the first preference, does not acquire its own shares. The Seller shall always give written Notarized Forty Five (45) calendar days preference of purchase, simultaneously to both, the Corporation and the Shareholders, at the same price that later on could be sold to a third party.

**Article IX
NAME, ADDRESS AND SIGNATURE OF INCORPORATOR**

The name and address of the Incorporator is:

Incorporator signature: 

Vivian Carty Maúrtua
801 Brickell Ave, 9th Floor,
Miami, Florida 33131

**Article X
BOARD AND MEETING OF
COMMON-STOCK SHAREHOLDERS**

1. The "Quorum":

For the first scheduled date Regular or Special Shareholders' Meeting, shall always be by the assistance or representation of the total (100%) Shareholders previously notified. For the second scheduled date Meeting, the sufficient "Quorum" to take decisions shall be constituted by Shareholders present or represented by Proxy.

2. "Proxy":

Up-date duly "Notarized Proxy" shall be valid to represent a Shareholder in a Shareholder Meeting with the limitations established above. Proxy in facsimile copies cannot be considered valid originals. A specific Proxy shall be necessary for each Meeting, except when a duly legalized Power of Attorney is in full force an effect to represent a Shareholder.

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3. "Shareholders Agreements":

Shareholders agreements for Annual or Special Meetings shall be made with the vote of the Shareholders that hold Two Thirds (2/3) of the total Common-Voting "Class A Stock", with the exception to reduce or increase the Corporation's Capital or Stock, to Amend its Articles of Incorporation, or to subscribe or amend its By-Laws, for which shall only be made by unanimous, this is, with the total (100%) Shareholders' approval.

4. Board of Shareholders responsibilities:

4.1. Review the Annual Report and each and every document submitted by the Board of Directors for approval in Shareholders Meeting.

4.2. To schedule and notify Annual and Special Shareholders Meetings.

4.3. To process and notify the written request of any Shareholder for a Special Meeting to be held within the following Thirty (30) calendar days.

4.4. To request written opinion from the Board of Advisors, when necessary, for decisions to be considered in a Shareholders Meetings.

4.5. To represent the Shareholders in any Public Opinion, previously approved in a Shareholders Meeting.

4.6. Within Seven (7) days in advance Notice for Annual or Special Shareholders Meeting by Certified Mail or by publishing in the Two (2) most important Newspapers of the City of Miami, of the County of Dade in the State of Florida.

5. Members of the Board of Shareholders:

5.1. Board:

Only the Shareholders that hold Common-Voting "Class A Stock" are Members of the Board of Shareholders.

5.2. Shareholders Board's Officers Appointments:

The Board of Shareholders shall name its Chair, Vice-Chair, Secretary and Treasurer. Two (2) or more Shareholders' Officer Title, as Chair, Vice-Chair and Secretary of the Board of Shareholders may be held by One (1) person. These nominations shall be for One (1) year period and may be re-elected for consecutive additional One (1) year period each, and may be cancelled their designation by no reason at any time.

5.3. First Board of Shareholders Nomination:

The Board of Shareholders appointed as first Officer:

- Vivian Carty Maúrtua as Chairwoman, Vice-Chair, Secretary and Treasurer.



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5.4. Board of Directors Nomination:

Board of Shareholders shall appoint the Members of the Board of Directors for a period of One (1) year each and may re-elect them for consecutive additional One (1) year period each, who may be cancelled their designation by no reason and at any time.

**Article XI
OFFICERS AND MEMBERS
OF THE BOARD OF DIRECTORS**

The Officers and Members of the Board of Directors of the Corporation are:

Title: Director President, Secretary & CEO

Vivian Carty Maúrtua
801 Brickell Ave, 9th Ave,
Miami, FL 33131, USA

Title: Director Vice-President & Treasurer

Jaime Agustín Maúrtua
801 Brickell Ave, 9th Floor,
Miami, FL 33131, USA

Title: Director

Silvia Christoffers
801 Brickell Ave, 9th Floor,
Miami, FL 33131, USA

Title: Director

Carlos Carrillo-Parodi
801 Brickell Ave, 9th Floor,
Miami, FL 33131, USA

**Article XII
BOARD OF DIRECTORS**

1. Members:

This Corporation shall be conducted by a Board of Directors, which shall consist in no less than One (1) and no more than Ten (10) Members, who from time to time shall be designated in the By-Laws of this Corporation.

2. Appointment:

The Members of the Board of Directors shall be appointed by the Board of Shareholders, for a period of One (1) year each, who may re-elect them for consecutive additional One (1) year period each, and who may cancel their designation by no reason and at any time.



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3. Officers Title:

Two (2) or more Officers Title may be held by One (1) person.

4. Meetings Scheduled Dates:

Scheduled date for Regular or Special Board of Directors Meeting shall be duly notified to Board Members Five (5) days in advance by Certified Mail or Courier with Return Receipt, or by E-mail to the valid and registered Mail or E-mail address.

5. Quorum:

For the first scheduled date Regular or Special Meeting of the Board of Directors, shall always be by the assistance or representation of the total (100%) Directors previously notified. For the second scheduled date Meeting, the sufficient "Quorum" to take decisions shall be constituted by Directors present or represented by Proxy.

6. Special Meetings:

Special Meetings can take place without being previously scheduled only when the total (100%) of Directors are physically present in the Meeting, this is, no Member can be represented by Proxy.

7. Proxy:

Up-date duly "Notarized Proxy" shall be valid to represent a Director in a Meeting of the Board of Directors with the limitations established above. Proxy in facsimile copies cannot be considered valid originals. A specific Proxy shall be necessary for each Meeting, except when a duly legalized Power of Attorney is in full force an effect to represent a Director.

8. Board of Directors Agreements:

Directors agreements for Annual or Special Meetings shall be made with the vote of the Directors that represent in the Board of Directors Two Thirds (2/3) of the total Common-Voting "Class A Stock", with the exception to reduce or increase the Corporation's Capital or Stock, to Amend its Articles or Incorporation, or to subscribe or amend its By-Laws, for which shall only be made by unanimous, this is, with the total (100%) Directors' approval, decisions which shall be confirmed in a Meeting of the Board of Shareholders.

9. Board of Directors Meetings' Location:

Regular and Special Meetings of the Board of Directors shall be held within the State of Florida or anywhere else, except for the Meetings to increase or reduce the Capital or Stocks, to Amend its Articles of Incorporation, or to subscribe or amend its By-Laws, and to approve its Annual Reports, which shall take place only in the City of Miami.



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Article XIII
OFFICERS

1. Appointments:

All Officers, Assistant Officers, Agents and factors shall be chosen in such a manner, hold their Office in such a term, and have such powers and duties as may be described by the By-Laws, determined by the Board of Directors, or by these Articles of Incorporation. Two (2) or more Officers Title may be held by the same person.

2. Board of Shareholders' Officers:

The Shareholders Board's Officers are: the Chair, the Vice-Chair, the Secretary and the Treasurer. To failure to elect them shall not affect the existence of this Corporation. Any other additional Officers may be created from time to time, by and under the authorization of its By-Laws.

2. Board of Directors' Officers:

The Board of Directors' Officers are: the President, the Vice-President, the Secretary and the Treasurer. To failure to elect them shall not affect the existence of this Corporation. Any other additional Officers may be created from time to time, by and under the authorization of its By-Laws.

Article XIV
EXECUTIVE COMMITTEE

The Members of the Executive Committee of this Corporation shall be elected in a Special Meeting of the Board of Directors. The Board of Directors shall appoint and re-elect these Members, and may remove them at any time and by no reason. This Executive Committee shall have monthly Regular Meetings to take always place at 10am (Miami's Time) of the First (1st) Thursday of each month either at Miami's Corporate Office or at any other place to be chosen by the Members. They shall also have Special Meetings when necessary. Executive Committee shall be responsible to submit to the Board of Directors a Monthly Status Report of the businesses held by the Corporation.

Article XV
INDEMNIFICATION OF OFFICERS

Every person who now is or hereafter become appointed Officer of the Board of Shareholders, Member for the Board of Directors or Member of the Executive Committee, and the Register Agent of this Corporation shall be indemnified by the Corporation against all costs and expenses, including Attorney's Fees, hereinafter reasonable incurred or imposed upon in connection with, or resulting from any action, suit or proceeding of whatever nature, to which he/she is or shall be made part by reason of he/she being or having been a Corporate Officer, whether or not



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he/she is still an Officer at the time is made a party in such action, suit or proceeding, or the time such costs or expenses were incurred.

**Article XVI
DURATION**

Upon filed in the State of Florida, Division of Corporations, the existence of this Corporation shall be perpetually valid as from: **October 8, 2007.**

**Article XVII
DISSOLUTION AND ASSETS**

1. This Corporation which is perpetually valid may be dissolved:

1.1. By unanimous decision of the total (100%) Members of the Board of Directors in a duly scheduled Special Meeting to be done for this purpose.

1.2. After the decision is made by the Members of the Board of Directors, this shall be submitted for the approval of the Board of Shareholders.

1.3. The Common-Voting "Class A Stock" Shareholders shall approve the Board of Directors agreement by unanimous decision of the total (100%) Shareholders.

2. However, an exception is made to the statements above in relation to matters at which a Shareholder -he/she- has been finally adjudged to have been derelict on the performance of the duties imposed on him/her as Shareholder, Shareholders' Officer, Director Officer, Register Agent, Executive Officer or to any other Officer Title to be created in the future.

**Article XVIII
THE BY-LAWS**

1. The By-Laws of this Corporation shall be handled with the limitations specified in this Articles of Incorporation.

2. The subscription of the By-Laws' Amendments shall only be done with the approval made by unanimous (100%) vote of the Members of the Board of Directors in scheduled Special Meetings for this specific purpose.

3. The Board of Directors' decision to amend the limitations specified in this Articles of Incorporation shall be submitted for the approval of the Board of Shareholders, which shall be done by unanimous decision of the total (100%) of the Common-Stock-Voting "Class A Stock" Shareholders.

4. An "Action by Common Stock Voting Shareholders without Meeting" by unanimous (100%) decision, in accordance to procedures of Florida Status, Chapter 607, is also authorized.



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**Article XIX
NAME & ADDRESS OF THE REGISTER AGENT**

The name and address of the Register Agent is:

Vivian Carty Maúrtua
801 Brickell Ave, 9th Floor,
Miami, FL 33131, USA

I certify that I am familiar with and accept the responsibility as Register Agent of
ACM1GLOBAL HOLDINGS INC.

Signed this October 8, 2007


VIVIAN CARTY MAURTUA

FILED
2007 OCT 16 P 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

